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CHerish Holdings Limited

東盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

(1) PROPOSED CHANGE OF COMPANY NAME; AND (2) PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change its English name from “CHerish Holdings Limited” to “Century Group International Holdings Limited”, and the dual foreign name in Chinese of the Company from “東盈控股有限公司” to “世紀集團國際控股有限公司”. The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM and the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name by replacing all references therein to “CHerish Holdings Limited 東盈控股有限公司” with “Century Group International Holdings Limited 世紀集團國際控股有限公司”. The proposed amendments of the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective subject to the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

GENERAL

A circular containing, amongst other things, further details of the Proposed Change of Company Name, the proposed amendments of the Memorandum and Articles of Association and the notice of the EGM, and the related proxy form are expected to be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of CHERish Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change its English name from “CHerish Holdings Limited” to “Century Group International Holdings Limited”, and the dual foreign name in Chinese of the Company from “東盈控股有限公司” to “世紀集團國際控股有限公司” (“**Proposed Change of Company Name**”).

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the Proposed Change of Company Name will provide the Company with a new corporate image and will reflect the Company’s relationship with its new controlling Shareholder, China Century Holdings Limited and its related group members following the closing of the acquisition of controlling interest in the Company as set out in the announcement of the Company dated 24 October 2018.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the shareholders of the Company (“**Shareholders**”) to approve the Proposed Change of Company Name at the extraordinary general meeting of the Company to be convened (“**EGM**”); and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will take effect from the date on which Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificate of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend the memorandum and articles of association of the Company (“**Memorandum and Articles of Association**”) to reflect the Proposed Change of Company Name by replacing all references therein to “CHerish Holdings Limited 東盈控股有限公司” with “Century Group International Holdings Limited 世紀集團國際控股有限公司”. The proposed amendments of the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective subject to the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of a special resolution for the Proposed Change of Company Name, the proposed amendments of the Memorandum and Articles of Association.

GENERAL

A circular containing, amongst other things, further details of the Proposed Change of Company Name, the proposed amendments of the Memorandum and Articles of Association and the notice of the EGM, and the related proxy form are expected to be despatched to the Shareholders as soon as practicable.

The Company will make further announcement to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the proposed amendments of the Memorandum and Articles of Association and the new stock short names of the Company for trading of the shares of the Company on the Stock Exchange.

By order of the Board
CHerish Holdings Limited
Zhang Chengzhou
Chairman

Hong Kong, 10 January 2019

As at the date of this announcement, the Board comprises Mr. Zhang Chengzhou, Mr. Cao Jun and Mr. Li Xiangzhong as executive Directors, Mr. Cao Qian as non-executive director and Mr. Cheung Wai Lun Jacky, Mr. Lee Chi Ming and Mr. Tang Chi Wai as independent non-executive directors.